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U.S. DISTRICT COURT
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DISTRICT OF UTAH
BY: _____
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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE)	(Proposed) ORDER OF DEFAULT
COMMISSION,)	AND FINAL JUDGMENT
)	AGAINST DEFENDANTS
PLAINTIFF,)	CORNERSTONE CAPITAL
)	FUND, LLC AND VANTAGE
v.)	POINT CAPITAL, LLC
)	
)	
Raymond P. Morris, E & R Holdings, LLC, Wise)	
Financial Holdings, LLC, Momentum Leasing,)	Civil No.: 2:11-CV-00021
LLC, James L. Haley, Cornerstone Capital Fund,)	
LLC, Vantage Point Capital, LLC, Jay J. Linford,)	Judge: Bruce S. Jenkins
Freedom Group, LLC, and Luc D. Nguyen,)	
)	
DEFENDANTS.)	
)	

The Court having reviewed the Securities and Exchange Commission ("Commission") Motion for Default and Final Judgment against Defendants Cornerstone Capital Fund, LLC ("Cornerstone"), and Vantage Point Capital, LLC ("Vantage Point"), (collectively referred to as "Defendants") and good cause appearing makes the following findings of fact:

STATEMENT OF FACTS

1. The Commission filed a Complaint against Defendants on January 6, 2011. Docket No. 3.
2. On January 11, 2011, Defendants were served with the Summons and the Complaint filed by the Commission in this action. Docket Nos. 6 and 7.
3. Copies of the affidavits of service were provided to the Court. Id.
4. On May 3, 2011, the Clerk of the Court entered a default certificate against Cornerstone and Vantage Point. Docket No. 31.
5. Cornerstone is not an infant or incompetent as it is a business entity.
6. Cornerstone is not an infant or incompetent as it is a business entity.
7. To date, Cornerstone and Vantage Point, have each failed to file a response to the allegations contained in the Commission's January 6, 2011 Complaint.

It appearing that the Court has personal jurisdiction over the Defendants and subject matter and there being no just reason for delay:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

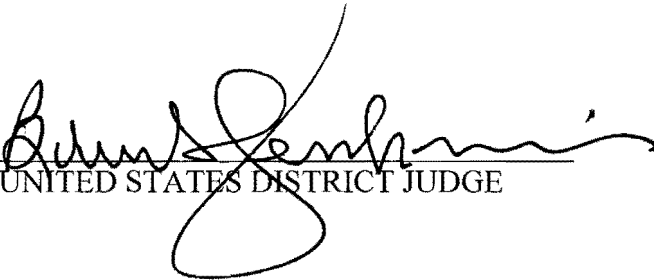
IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order of Default and Final Judgment.

V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to ^{enter this} Order of Default and Final Judgment forthwith and without further notice.

Dated: 1/20/, 2012


UNITED STATES DISTRICT JUDGE